

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
Fax 847.318.7588

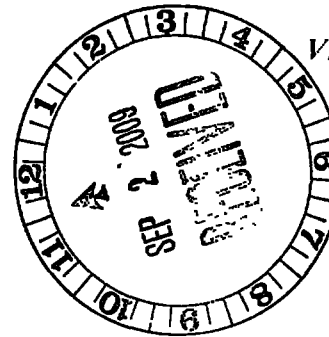
RECORDATION NO. 28030 FILED

SEP 02 '09 -3 19 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

August 31, 2009



Ms Anne K Quinlan
Surface Transportation Board
395 E Street S W Suite 100
Washington DC 20024
Attn Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms Quinlan

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 13, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are

Lessor First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee Albemarle Corporation
Baton Rouge Tower
451 Florida Street
Baton Rouge, LA 70801

A description of the railroad equipment covered by the enclosed document is for twelve (12) 5150/5165 cu. ft. capacity, covered hopper cars having NAHX and FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Sr. Documentation Specialist

Enclosure
(ALCO004)

ASSGN NO ALCO004

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MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 13th day of August, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Albemarle Corporation ("Lessee"), a LOUISIANA corporation

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 13, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 1, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR

FIRST UNION RAIL CORPORATION

By

Name

RICHARD F. SEYMOUR

VICE PRESIDENT SALES & MARKETING

Title

ATTEST

By

Name

SUSAN GROKULSKY
ASSISTANT DIRECTOR
OF DOCUMENTATION

Title

Executed on this

19th

day of

August, 2009

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 19th day of August, 2009.

Notary Public

My Commission Expires.

6-2012
(Notary Public)

LESSEE:

ALBEMARLE CORPORATION

ATTEST:

By: [Signature]
Name: [Signature]
Title: Logistics

By: [Signature]
Name: G. B. THOMAS
Title: LOG MGR

Executed on this 13th day of August, 2009

[CORPORATE SEAL]

STATE OF Louisiana

COUNTY OF East Baton Rouge

I, Margaret W Wendt, a Notary Public of the County and State aforesaid, certify that G B Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 13 day of August, 2009.

Commission Expires

(Notary Public)

[Signature]
Notary Public
Margaret W. Wendt
La. Notary Public ID #54241
Lifetime Commission

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS. Twelve (12)

DESCRIPTION OF CARS. 5150/5165 cu ft capacity, lined, pressure differential covered hopper cars with 263,000 GRL. (Car Type. C614).

CAR NUMBERS. Cars are to be remarked per list below

CURRENT CAR MARK/NUMBER	REMARK TO CAR MARK/NUMBER
NAHX 550015	FURX 893404
NAHX 550097	FURX 893419
NAHX 550158	FURX 894409
NAHX 550396	FURX 893437
NAHX 550413	FURX 893440
NAHX 550653	FURX 893841
NAHX 550752	FURX 893883
NAHX 551018	FURX 894001
NAHX 551019	FURX 894002
NAHX 551197	FURX 894080
NAHX 551198	FURX 894081
NAHX 551500	FURX 894161